

AKERS & BOSWELL, P.A.
ATTORNEYS AT LAW
189 BRADLEY PLACE - P.O. BOX 741
PALM BEACH, FLORIDA 33480
TEL. 561 / 833-9600 FAX 561 / 833-3862

WASHINGTON, D.C.
1725 SALISBURY STREET
SUITE 200
WASHINGTON, D.C. 20007
202 / 341-3907

OF COUNSEL
MARK O. BOSWELL
BRUCE G. REEDER

November 20, 1996

Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

600002016236--2
-11/27/96--01085--018
****122.50 ****122.50

RE: FILING ARTICLES OF INCORPORATION
CHICAGO SMR FUNDING CORP.

Dear Sir/Madam:

Please find enclosed fully executed articles of incorporation for CHICAGO SMR FUNDING CORP., which includes a designation and acceptance of registered agent. Enclosed please find a check in the amount of \$122.50 for your fee. If the fee is incorrect, please call me at (561) 833-9600 so that another check can be mailed immediately.

I would appreciate your stamping the enclosed copy of the articles and returning in the enclosed, prestamped envelope.

Thank you for your assistance.

Sincerely,

Don R. Boswell
Don R. Boswell

DRB:lb
Enclosures

FILED
96 NOV 27 AM 8:49
SECRETARY OF STATE
TALLAHASSEE FLORIDA

12/4

ARTICLES OF INCORPORATION
OF
CHICAGO SMR FUNDING CORP.

96 NOV 27 AM 8:4
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I. NAME

The name of the Corporation is CHICAGO SMR FUNDING CORP.

II. DURATION

The term of existence of the corporation is perpetual.

III. PRINCIPAL OFFICE AND MAILING ADDRESS

The principal place of business of the corporation is at 6801 Lake Worth Road, Suite 307, Lake Worth, Florida 33467. The mailing address of the corporation is 6801 Lake Worth Road, Suite 307, Lake Worth, Florida 33467.

IV. REGISTERED OFFICE

The location and address of the corporation's initial registered office in this State is Florida is 6801 Lake Worth Road, Suite 307, Lake Worth, Florida. The initial registered agent is Don R. Boswell at Akers & Boswell, P.A., 189 Bradley Place, Palm Beach, Florida 33480.

V. AUTHORIZED SHARES

The corporation is authorized to issue 1000 shares of common stock having par value of \$1.00 a share.

VI. INCORPORATORS

The name and address of the incorporator is:

William Cella
6801 Lake Worth Road, Suite 307
Lake Worth, FL 33467

25 IN WITNESS WHEREOF, I have hereunto subscribed my name this
day of November, 1996.

Signed, sealed and delivered
in the presence of:

Witnesses:

Rolando T. Ross
Print Name:

Nicole Pucci
Print Name:

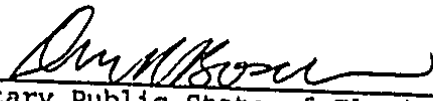
William Cella
William Cella

STATE OF FLORIDA

COUNTY OF PALM BEACH

)
) ss.
)

The foregoing articles of incorporation of CHICAGO SMR FUNDING CORP. was executed and acknowledged before me this 28 day of November, 1996, by William Cella, who is personally known to me and/or who has produced Florida Driver's License No. C400-930-42-298-0 as identification and who did take an oath.



Notary Public-State of Florida
(Print) _____


My Commission Number is:



DON R BOSWELL
My Commission CO300000
Expires Apr. 27, 1998
Bonded by HAI
800-422-1888

ACCEPTANCE OF REGISTERED AGENT

I, DON R. BOSWELL, do hereby accept the designation of
Registered Agent for CHICAGO SMR FUNDING CORP.

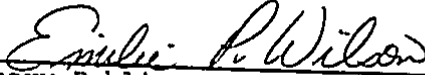


Don R. Boswell
189 Bradley Place
Palm Beach, FL 33480
(407) 833-9600

STATE OF FLORIDA
COUNTY OF PALM BEACH

)
) ss.
)

The foregoing acceptance of registered agent of Chicago
SMR Funding Corp. instrument was acknowledged before me this 26th
day of November, 1996, by Don R. Boswell, who is personally
known to me and who did take an oath.



Notary Public-State of Florida
(Print) EMILIE P. WILSON

My Commission Number is:



EMILIE P. WILSON
COMMISSION # CC44522
EXPIRES OCT 24, 1998
BONDED THROUGH
ATLANTIC BONDING CO., INC.

96 NOV 27 AM 8:49
CLERK OF STATE
TALLAHASSEE, FLORIDA

FILED